



Many Facets  
**RoadShow**

多面體 · 路訊通

RoadShow Holdings Limited      2008 Interim Report

Stock Code : 888



## INTERIM RESULTS FOR THE SIX MONTHS ENDED 30 JUNE 2008

The directors of RoadShow Holdings Limited (the “Company” or “RoadShow”) (the “Directors”) present herewith the unaudited consolidated income statement of the Company and its subsidiaries (collectively referred to as the “Group”) for the six months ended 30 June 2008 and the unaudited consolidated balance sheet of the Group at 30 June 2008, together with the comparative figures for the six months ended 30 June 2007 and at 31 December 2007 respectively.

### FINANCIAL REVIEW

#### RESULTS

For the six months ended 30 June 2008, the Group reported total operating revenue of HK\$92.0 million, representing an increase of 5% over the corresponding period of the previous year. The profit attributable to shareholders of the Company was HK\$18.0 million for the six months ended 30 June 2008, representing an increase of 12% compared with HK\$16.1 million for the six months ended 30 June 2007. Profit attributable to shareholders increased mainly due to increases in the Group’s turnover and share of profit of associate by HK\$2.6 million and HK\$0.8 million respectively. The Group continues to maintain a strong financial position with total bank deposits and cash balances of HK\$550.2 million at 30 June 2008.

#### TOTAL OPERATING REVENUE

For the six months ended 30 June 2008, the Group reported a total operating revenue of HK\$92.0 million of which HK\$68.9 million was from the media sales services and management business and HK\$23.1 million was from other revenue and other net income. Revenue from media sales services and management business generated from our Hong Kong and Mainland China operations accounted for approximately 71% and 4% of the Group’s total operating revenue respectively. Revenue generated from media sales services and management business of our Hong Kong operations was HK\$65.6 million for the six months ended 30 June 2008 compared with HK\$64.2 million for the six months ended 30 June 2007, while that generated from our Mainland China operations was HK\$3.3 million for the six months ended 30 June 2008 compared with HK\$2.1 million for the six months ended 30 June 2007. The Hong Kong media sales revenue increased slightly by HK\$1.4 million (2%) compared with the corresponding period of the previous year while that from Mainland China increased by HK\$1.2 million (57%) over the corresponding period of the previous year.

#### OPERATING EXPENSES

The Group’s operating expenses increased by HK\$1.2 million from HK\$71.4 million for the six months ended 30 June 2007 to HK\$72.6 million for the six months ended 30 June 2008.

#### INTERIM DIVIDEND

The Directors do not propose to declare an interim dividend for the six months ended 30 June 2008 (six months ended 30 June 2007: HK\$Nil).



## **LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE**

At 30 June 2008, the Group's bank deposits and cash balances (including pledged bank deposits) amounted to HK\$550.2 million (31 December 2007: HK\$644.0 million), denominated in Hong Kong Dollars, US Dollars and Renminbi. Apart from providing working capital to support its media sales and management business, the Group maintains a sufficient amount of cash to meet potential needs for business expansion and development.

At 30 June 2008, the Group did not have any bank borrowings (31 December 2007: HK\$38.0 million). The gearing ratio, representing the ratio of bank borrowings to the total share capital and reserves of the Group was 0% at 30 June 2008 (31 December 2007: 4.3%).

The Group had stand-by banking facilities totalling HK\$50.0 million at 30 June 2008 (31 December 2007: HK\$50.0 million).

At 30 June 2008, the Group had net current assets of HK\$523.7 million (31 December 2007: HK\$583.8 million) and total assets of HK\$900.1 million (31 December 2007: HK\$994.7 million).

## **CHARGE ON ASSETS**

Bank deposits of HK\$25.4 million (31 December 2007: HK\$62.5 million) were pledged to secure the Group's loan to an associate (31 December 2007: pledged to secure the Group's bank loan and loan to an associate).

## **EXPOSURE TO FLUCTUATIONS IN EXCHANGE RATES AND RELATED HEDGES**

The Group's monetary assets and transactions are principally denominated in Hong Kong Dollars, US Dollars and Renminbi. During the period, there was no material fluctuation in the exchange rates of Hong Kong Dollars and US Dollars. The appreciation in the current value of the Renminbi contributed positively to the Group's bottom line. The Group did not engage in any derivatives activities and did not commit to any financial instruments to hedge its balance sheet exposure in 2008.

## **EMPLOYEES AND EMOLUMENT POLICIES**

At 30 June 2008, the Group had 50 staff members in Hong Kong and 21 in our Mainland China subsidiaries. The Group offers a comprehensive and competitive remuneration and benefits package to all its employees. In addition, it offers a performance bonus scheme to its senior staff based on achievement of business objectives and a sales commission scheme to its sales team based on achievement of advertising revenue targets. The Group has adopted a provident fund scheme for its employees in Hong Kong as required under the Mandatory Provident Fund Schemes Ordinance and participated in employee pension schemes organised and governed by the relevant local governments for its employees in Mainland China. The Company also operates a share option scheme under which the Directors of the Company may offer any employee (including any Director) of the Company or any of its wholly-owned subsidiaries options to subscribe for the Company's shares so as to recognise the contribution of the employee(s) to the Group. Further details of the share option scheme are set out on page 22.



## PROSPECTS

The Group will continue to expand its customer base by selling the benefits of its MMOB platform to more advertisers and also provide more value added sales services to its existing customers to encourage advertisers to increase their spending with the Group so as to maintain its market share.

The Group will seek other opportunities in both Hong Kong and Mainland China such as diversifying MMOB to other platforms as well as exploring further modes of media technology to maintain a high quality and extend the scope of MMOB services provided.

RoadShow will leverage on its experience and the management skills it has acquired to continue its Mainland China operations. The Group will operate within an environment of strong corporate governance, openness and transparency in all aspects of the Group's business.



# UNAUDITED CONSOLIDATED INCOME STATEMENT

For the six months ended 30 June 2008

	Note	Six months ended 30 June	
		2008 (Unaudited) HK\$'000	2007 (Unaudited) HK\$'000
<b>Group turnover</b>	3	<b>68,912</b>	66,289
Other revenue and other net income		<b>23,097</b>	21,706
<b>Total operating revenue</b>		<b>92,009</b>	87,995
<b>Operating expenses</b>			
Royalty, licence and management fees		<b>(27,537)</b>	(17,900)
Staff expenditure		<b>(11,797)</b>	(9,143)
Depreciation and amortisation		<b>(9,476)</b>	(11,586)
Repairs and maintenance		<b>(4,350)</b>	(5,518)
Cost of inventories		<b>(1,112)</b>	(1,188)
Impairment loss on accounts receivable		<b>(312)</b>	–
Impairment loss on fixed assets	4	–	(3,000)
Other operating expenses		<b>(18,022)</b>	(23,016)
<b>Total operating expenses</b>		<b>(72,606)</b>	(71,351)
<b>Profit from operations</b>		<b>19,403</b>	16,644
Finance costs		<b>(300)</b>	(821)
Share of profit of associate		<b>5,455</b>	4,622
<b>Profit before taxation</b>	5	<b>24,558</b>	20,445
Income tax	6	<b>(2,398)</b>	(525)
<b>Profit for the period</b>		<b>22,160</b>	19,920
<b>Attributable to:</b>			
Equity shareholders of the Company	14	<b>18,006</b>	16,136
Minority interests	14	<b>4,154</b>	3,784
		<b>22,160</b>	19,920
<b>Earnings per share (in Hong Kong cents)</b>			
Basic	8(a)	<b>1.81</b>	1.62
Diluted	8(b)	<b>N/A</b>	N/A

The notes on pages 8 to 19 form part of this interim financial report.



# UNAUDITED CONSOLIDATED BALANCE SHEET

At 30 June 2008

		At 30 June 2008 (Unaudited) HK\$'000	At 31 December 2007 (Audited) HK\$'000
<b>Non-current assets</b>			
Fixed assets		16,671	25,868
Media assets		982	1,122
Non-current prepayments		33,531	38,322
Interest in associate	9	246,565	232,623
Deferred tax assets		8,529	9,560
		<b>306,278</b>	307,495
<b>Current assets</b>			
Inventories		1,099	1,450
Amount due from ultimate holding company	10(a)	–	2,222
Accounts receivable	11	22,701	21,694
Other receivables and deposits		7,874	5,996
Prepayments		9,580	9,580
Current tax recoverable		2,340	2,315
Pledged bank deposits		–	38,000
Bank deposits and cash	12	550,226	605,957
		<b>593,820</b>	687,214
<b>Current liabilities</b>			
Accounts payable	13	1,418	5,362
Amount due to a fellow subsidiary	10(b)	7,456	8,526
Other payables and accruals		58,213	50,228
Bank loans		–	38,000
Current tax payable		3,021	1,276
		<b>70,108</b>	103,392
<b>Net current assets</b>		<b>523,712</b>	583,822
<b>Total assets less current liabilities</b>		<b>829,990</b>	891,317
<b>Non-current liability</b>			
Deferred tax liabilities		2,370	4,047
<b>NET ASSETS</b>		<b>827,620</b>	887,270
<b>Capital and reserves</b>			
Share capital		99,737	99,737
Reserves		718,450	782,254
<b>Total equity attributable to equity shareholders of the Company</b>	14	<b>818,187</b>	881,991
<b>Minority interests</b>	14	<b>9,433</b>	5,279
<b>TOTAL EQUITY</b>	14	<b>827,620</b>	887,270

The notes on pages 8 to 19 form part of this interim financial report.



# UNAUDITED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2008

	Note	Six months ended 30 June			
		2008	2008	2007	2007
		(Unaudited) HK\$'000	(Unaudited) HK\$'000	(Unaudited) HK\$'000	(Unaudited) HK\$'000
<b>Total equity at 1 January</b>	14		<b>887,270</b>		863,305
<b>Net income recognised directly in equity:</b>	14				
Exchange differences on translation of the financial statements of operations outside Hong Kong			<b>6,756</b>		2,941
<b>Net profit for the period</b>	14				
Attributable to:					
Equity shareholders of the Company		<b>18,006</b>		16,136	
Minority interests		<b>4,154</b>	<b>22,160</b>	3,784	19,920
<b>Total recognised income and expense for the period</b>			<b>28,916</b>		22,861
Attributable to:					
Equity shareholders of the Company		<b>24,762</b>		18,813	
Minority interests		<b>4,154</b>		4,048	
		<b>28,916</b>		22,861	
Dividends approved in respect of the previous financial year	7(b)		<b>(88,566)</b>		(30,819)
Dividends paid to minority interests	14		–		(6,654)
<b>Total equity at 30 June</b>	14		<b>827,620</b>		848,693

The notes on pages 8 to 19 form part of this interim financial report.



# UNAUDITED CONDENSED CONSOLIDATED CASHFLOW STATEMENT

For the six months ended 30 June 2008

	Note	Six months ended 30 June	
		2008 (Unaudited) HK\$'000	2007 (Unaudited) HK\$'000
<b>Net cash generated from operating activities</b>		<b>19,980</b>	31,092
<b>Net cash used in investing activities</b>		<b>(51,430)</b>	(37,625)
<b>Net cash used in financing activities</b>		<b>(88,866)</b>	(38,294)
<b>Net decrease in cash and cash equivalents</b>		<b>(120,316)</b>	(44,827)
<b>Cash and cash equivalents at 1 January</b>		<b>552,457</b>	572,129
<b>Cash and cash equivalents at 30 June</b>	12	<b>432,141</b>	527,302

The notes on pages 8 to 19 form part of this interim financial report.



## **1. BASIS OF PREPARATION**

The interim financial report has been prepared in accordance with the applicable disclosure provisions of the Rules Governing the Listing of Securities (the "Listing Rules") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), including compliance with Hong Kong Accounting Standard ("HKAS") 34 "Interim financial reporting", issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). It was authorised for issue on 17 September 2008.

The interim financial report has been prepared in accordance with the same accounting policies adopted in the 2007 annual financial statements.

The preparation of an interim financial report in conformity with HKAS 34 requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses on a year to date basis. Actual results may differ from these estimates.

This interim financial report contains condensed consolidated financial statements and selected explanatory notes. The notes to the interim financial report include an explanation of events and transactions that are significant to an understanding of the changes in the financial position and performance of the Group since the 2007 annual financial statements. The condensed consolidated interim financial statements and notes thereon do not include all of the information required for a full set of financial statements prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs").

This interim financial report is unaudited, but has been reviewed by KPMG in accordance with Hong Kong Standard on Review Engagements 2410 "Review of interim financial information performed by the independent auditor of the entity", issued by the HKICPA. KPMG's independent review report to the Board of Directors (the "Board") is included on page 24.

The financial information relating to the financial year ended 31 December 2007 that is included in the interim financial report as being previously reported information does not constitute the Company's statutory financial statements for that financial year but is derived from those financial statements. Statutory financial statements for the financial year ended 31 December 2007 on which the auditors have expressed an unqualified opinion in their audit report dated 19 March 2008, were included in the Company's 2007 Annual Report and are also available from the Company's principal office.



## 2. SEGMENT REPORTING

Geographical segment information based on location of assets is chosen as the primary reporting format.

### GEOGRAPHICAL SEGMENTS

The Group comprises the following main geographical segments:

Hong Kong	:	Provision of media sales and management services
Mainland China	:	Provision of media sales and management services

There are no sales between the geographical segments.

	Six months ended 30 June 2008			Six months ended 30 June 2007		
	Group (Unaudited) HK\$'000	Share of associate (Unaudited) HK\$'000	Total (Unaudited) HK\$'000	Group (Unaudited) HK\$'000	Share of associate (Unaudited) HK\$'000	Total (Unaudited) HK\$'000
<b>Segment revenue</b>						
Hong Kong	65,567	-	65,567	64,162	-	64,162
Mainland China	3,345	-	3,345	2,127	-	2,127
Total	68,912	-	68,912	66,289	-	66,289
<b>Segment results</b>						
Hong Kong	11,915	-	11,915	6,922	-	6,922
Mainland China	119	5,455*	5,574	(658)	4,622*	3,964
Total	12,034	5,455	17,489	6,264	4,622	10,886
Unallocated operating income and expenses			7,069			9,559
Profit before taxation			24,558			20,445

\* The segment results from share of associate's profit of HK\$5,455,000 (2007: HK\$4,622,000) included the share of associate's turnover of HK\$67,773,000 (2007: HK\$42,741,000).



### 3. TURNOVER

The Group is principally engaged in the provision of media sales and management and administrative services for Multi-media On-Board ("MMOB") business and the operation of media advertising management services through marketing advertising spaces on transit vehicle exteriors, shelters and outdoor signages.

Turnover represents income from media sales and management and administrative services, net of agency commission and rebate.

### 4. IMPAIRMENT LOSS ON FIXED ASSETS

During the period ended 30 June 2007, management carried out an assessment of the recoverable amount of certain fixed assets of the Group. Based on their assessment, the carrying amount of these fixed assets was written down by HK\$3,000,000. The estimated recoverable amount was determined based on the future cash flows generated from these fixed assets.

### 5. PROFIT BEFORE TAXATION

Profit before taxation is arrived at after charging/(crediting):

	Six months ended 30 June	
	2008 (Unaudited) HK\$'000	2007 (Unaudited) HK\$'000
Amortisation of media assets	198	180
Depreciation	9,278	11,406
Interest income	(12,787)	(14,786)
Interest on bank loans wholly repayable within 5 years	300	821
Operating lease charges	803	706
Production, programming and marketing costs (included in other operating expenses)	9,866	16,790



## 6. INCOME TAX

	Six months ended 30 June	
	2008 (Unaudited) HK\$'000	2007 (Unaudited) HK\$'000
<b>Current tax</b>		
Provision for Hong Kong Profits Tax	<b>1,880</b>	4,050
Provision for PRC income tax	<b>1,164</b>	339
	<b>3,044</b>	4,389
<b>Deferred tax</b>		
Reversal and original of temporary differences	<b>(646)</b>	(3,864)
	<b>2,398</b>	525

The provision for Hong Kong Profits Tax for 2008 is calculated at 16.5% (2007: 17.5%) of the estimated assessable profits for the period. Taxation for the Mainland China subsidiaries is charged at the appropriate current rates for taxation ruling in The People's Republic of China ("PRC").



## 7. DIVIDENDS

- (a) No interim dividend will be paid for the six months ended 30 June 2008 in accordance with the Company's dividend policy (six months ended 30 June 2007: HK\$Nil). Final dividends, if any, will be proposed at the year end.
- (b) Dividends attributable to the previous financial year, approved during the interim period:

	<b>Six months ended 30 June</b>	
	<b>2008</b>	2007
	<b>(Unaudited)</b>	(Unaudited)
	<b>HK\$'000</b>	HK\$'000
Final dividend in respect of the financial year ended 31 December 2007, approved during the following interim period of HK5.00 cents per share (2007: in respect of year ended 31 December 2006 — HK3.09 cents per share)	<b>49,868</b>	30,819
Special dividend in respect of the financial year ended 31 December 2007, approved during the following interim period of HK3.88 cents per share (2007: in respect of year ended 31 December 2006 — HK\$Nil per share)	<b>38,698</b>	—
	<b>88,566</b>	30,819

## 8. EARNINGS PER SHARE

- (a) Basic earnings per share  
The calculation of basic earnings per share is based on the profit attributable to the Company's equity shareholders of HK\$18,006,000 for the six months ended 30 June 2008 (six months ended 30 June 2007: HK\$16,136,000) and the weighted average of 997,365,332 ordinary shares (six months ended 30 June 2007: 997,365,332 shares) in issue during the period.
- (b) Diluted earnings per share  
There were no dilutive potential ordinary shares outstanding during the six months ended 30 June 2008 and 2007.



## 9. INTEREST IN ASSOCIATE

	<b>At 30 June 2008 (Unaudited) HK\$'000</b>	At 31 December 2007 (Audited) HK\$'000
Share of net assets	<b>127,121</b>	115,057
Goodwill	<b>14,496</b>	14,496
Loans to associate	<b>96,164</b>	94,793
Amount due from associate	<b>8,784</b>	8,277
	<b>246,565</b>	232,623

The loans to associate are unsecured, bearing interest ranging from 6.84% p.a. to 7.47% p.a. (2007: 6.12% p.a. to 7.29% p.a.) and are not expected to be settled within one year.

The joint venture partner of the associate agreed to maintain the results of the associate for the period from 1 January 2003 to 31 December 2005 at a specified level. The share of net assets recognised in the financial statements included the results for 2003 to 2005 as agreed to be maintained by the joint venture partner of HK\$15,928,000.

In relation to the provision of financial assistance by the Group to the associate, the balance sheet of the associate as at 30 June 2008 is required to be disclosed under Rule 13.22 of Chapter 13 of the Listing Rules as follows:

	HK\$'000
Non-current assets	163,004
Current assets	283,470
Current liabilities	(174,707)
<b>NET ASSETS</b>	<b>271,767</b>
<b>CAPITAL AND RESERVES</b>	<b>271,767</b>



## 10. AMOUNTS DUE FROM/(TO) GROUP COMPANIES

- (a) The amount due from ultimate holding company is unsecured, interest-free, repayable on demand and represents normal trade receivables and payables.
- (b) The amount due to a fellow subsidiary is unsecured, interest-free and has no fixed terms of repayment.

## 11. ACCOUNTS RECEIVABLE

Details of the ageing analysis of accounts receivable at the balance sheet date are as follows:

	<b>At 30 June 2008 (Unaudited) HK\$'000</b>	At 31 December 2007 (Audited) HK\$'000
Current or less than one month overdue	<b>9,765</b>	15,052
One to two months overdue	<b>4,789</b>	3,732
Two to three months overdue	<b>2,813</b>	1,233
More than three months overdue	<b>5,334</b>	1,677
	<b>22,701</b>	21,694

All of the accounts receivable are expected to be recovered within one year.

Customers of the media sales business are generally granted credit terms of 90 days while customers of the merchandising business either pay on delivery or are generally granted credit terms of 30–90 days.



## 12. BANK DEPOSITS AND CASH

	<b>At 30 June 2008 (Unaudited) HK\$'000</b>	At 31 December 2007 (Audited) HK\$'000
Cash at bank and in hand	<b>53,727</b>	43,645
Bank deposits maturing within three months	<b>378,414</b>	508,812
Cash and cash equivalents for the purpose of cash flow statement	<b>432,141</b>	552,457
Bank deposits maturing over three months	<b>118,085</b>	53,500
	<b>550,226</b>	605,957

## 13. ACCOUNTS PAYABLE

Details of the ageing analysis of accounts payable at the balance sheet date are as follows:

	<b>At 30 June 2008 (Unaudited) HK\$'000</b>	At 31 December 2007 (Audited) HK\$'000
Within one month	<b>1,418</b>	5,362

All of the accounts payable are expected to be settled within one year.





## 14. CAPITAL AND RESERVES

	Attributable to equity shareholders of the Company										
	Note	Share capital HK\$'000	Share premium HK\$'000	General reserve HK\$'000	Contributed surplus HK\$'000	Other reserve HK\$'000	Exchange reserve HK\$'000	Retained profits HK\$'000	Total HK\$'000	Minority interests HK\$'000	Total equity HK\$'000
At 1 January 2007		99,737	531,769	238	(200)	-	5,036	221,198	867,778	5,527	863,305
Profit for the period		-	-	-	-	-	-	16,136	16,136	3,784	19,920
Exchange differences on translation of the financial statements of operations outside Hong Kong		-	-	-	-	-	2,677	-	2,677	264	2,941
Dividends paid to minority interests		-	-	-	-	-	-	-	-	(6,654)	(6,654)
Dividends approved in respect of the previous financial year	7(b)	-	-	-	-	-	-	(30,819)	(30,819)	-	(30,819)
At 30 June 2007		99,737	531,769	238	(200)	-	7,713	206,515	845,772	2,921	848,693
At 1 January 2008		99,737	531,769	238	(200)	(605)	11,053	239,999	881,991	5,279	887,270
Profit for the period		-	-	-	-	-	-	18,006	18,006	4,154	22,160
Exchange differences on translation of the financial statements of operations outside Hong Kong		-	-	-	-	-	6,756	-	6,756	-	6,756
Dividends paid to minority interests		-	-	-	-	-	-	-	-	-	-
Dividends approved in respect of the previous financial year	7(b)	-	-	-	-	-	-	(88,566)	(88,566)	-	(88,566)
At 30 June 2008		99,737	531,769	238	(200)	(605)	17,809	169,439	818,187	9,433	827,620

## 15. COMMITMENTS

Capital commitments of the Group outstanding at 30 June 2008 not provided for in the interim financial report are as follows:

	<b>At 30 June 2008 (Unaudited) HK\$'000</b>	At 31 December 2007 (Audited) HK\$'000
Authorised but not contracted for	<b>173,000</b>	173,000



## 16. CONTINGENT LIABILITIES

The Group did not have any significant contingent liabilities at 30 June 2008 and 31 December 2007.

## 17. MATERIAL RELATED PARTY TRANSACTIONS

The Group had the following related party transactions during the six months ended 30 June 2008:

		<b>Income/(expenses)</b>	
		<b>2008</b>	2007
		<b>(Unaudited)</b>	(Unaudited)
	Note	<b>HK\$'000</b>	HK\$'000
Management and administration fee income	(a)	<b>7,770</b>	7,544
Licence fee for conducting MMOB business	(b)	<b>(9,365)</b>	–
Licence and royalty fees paid for the right to sell advertising space on transit vehicle shelters	(c)	<b>(4,030)</b>	(3,973)
Rental expenses	(d)	<b>(567)</b>	(495)
Management fee expenses	(e)	<b>(6,266)</b>	(6,243)
Guaranteed rentals	(f)	<b>3,948</b>	8,699
Service fee paid for logistic function	(g)	<b>(245)</b>	(245)
Key management personnel remuneration	(h)	<b>(5,757)</b>	(2,940)
Interest income from associate	(i)	<b>3,380</b>	1,884



## 17. MATERIAL RELATED PARTY TRANSACTIONS (continued)

Notes:

- (a) Fee income was earned for the provision of media sales management and administrative services to a subsidiary of Transport International Holdings Limited (“TIH”), a substantial shareholder of the Company. The amount receivable by the Group at the period end amounted to HK\$Nil (31 December 2007: HK\$Nil).
- (b) Licence fee were paid to a subsidiary of TIH for conducting MMOB advertising on buses fitted with MMOB broadcasting system. The amount payable by the Group at the period end amounted to HK\$5,115,000 (31 December 2007: HK\$7,083,000).
- (c) The Group entered into a licence agreement with The Kowloon Motor Bus Company (1933) Limited (“KMB”), a wholly-owned subsidiary of TIH for media sales agency and management business in relation to transit vehicle shelters owned by KMB. The licence agreement expired on 31 July 2007 and the Group has been negotiating with KMB regarding the renewal of the licence agreement but no renewed licence agreement has yet been in place. The transactions continue after 31 July 2007. The Group has accounted for such transactions from 1 August 2007 to 30 June 2008 based on the same terms of the expired licence agreement. The amount payable by the Group at the period end amounted to HK\$7,430,000 (31 December 2007: HK\$4,062,000).
- (d) Rental expenses were paid to a subsidiary of TIH for leasing properties, computer equipment and software system, furniture and fixtures. The amount payable by the Group at the period end amounted to HK\$Nil (31 December 2007: HK\$Nil).
- (e) The Group entered into a service agreement (the “Service Agreement”) with JCDecaux Texon Limited (“JCDecaux Texon”), a fellow subsidiary of a minority shareholder of a subsidiary of the Company, for provision of media sales agency services in relation to transit vehicle shelters owned by KMB. The Service Agreement expired on 31 July 2007 and the Group has been negotiating with JCDecaux Texon regarding the renewal of the Service Agreement but no renewed Service Agreement has yet been in place. The transactions continue after 31 July 2007. The Group has accounted for such transactions from 1 August 2007 to 30 June 2008 based on the same terms of the expired Service Agreement. The amount payable to JCDecaux Texon at the period end amounted to HK\$10,628,000 (31 December 2007: HK\$4,362,000).
- (f) Under the expired Service Agreement, the Group shall be entitled to a guaranteed rental calculated based on the rates per panel and the number of bus shelter panels. JCDecaux Texon shall pay any shortfall if the actual rental derived from the bus shelters is less than the guaranteed rental. As the transactions have continued after 31 July 2007, the Group has accounted for such transactions from 1 August 2007 to 30 June 2008 based on the same terms as those of the expired Service Agreement. The amount due to JCDecaux Texon at the period end amounted to HK\$3,683,000 (31 December 2007: HK\$4,410,000).
- (g) The Group paid a service fee to JCDecaux Texon for the logistic function provided to the Group in relation to the bus shelters under the media sales business. The amount due to JCDecaux Texon at the period end amounted to HK\$449,000 (31 December 2007: HK\$204,000).



## 17. MATERIAL RELATED PARTY TRANSACTIONS (continued)

Notes:

- (h) Remuneration for key management personnel, including amounts paid to the Company's directors is as follows:

	Six months ended 30 June	
	2008 (Unaudited) HK\$'000	2007 (Unaudited) HK\$'000
Short-term employee benefits	5,727	2,914
Post-employment benefits	30	26
	<b>5,757</b>	2,940

- (i) Interest was charged on the shareholder loan provided to the associate. The interest receivable at the period end amounted to HK\$8,784,000 (31 December 2007: HK\$8,277,000). Details of the loans to associate are set out in note 9.

## 18. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE ANNUAL ACCOUNTING PERIOD ENDING 31 DECEMBER 2008

Up to the date of issue of this interim financial report, the HKICPA has issued a number of amendments, new standards and interpretations which are not yet effective for the accounting period ending 31 December 2008 and which have not been adopted in this interim financial report.

The Group is in the process of making an assessment of what the impact of these amendments, new standards and new interpretations is expected to be in the period of initial application. So far it has concluded that their adoption is unlikely to have a significant impact on the Group's results of operations and financial position.

In addition, HKFRS 8, *Operating segments* and HKAS 1 (revised), *Presentation of financial statements*, which are effective for annual periods beginning on or after 1 January 2009, may result in new or amended disclosures in the financial statements.



## DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

The Directors of the Company who held office at 30 June 2008 had the following interests in the shares of the Company, its holding companies, subsidiaries and other associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) at that date as recorded in the register of Directors' and chief executives' interests and short positions required to be kept under section 352 of the SFO:

### INTERESTS IN ISSUED SHARES

<b>The Company: Ordinary shares of HK\$0.1 each</b>						
<b>Beneficial interests</b>	<b>Personal interests</b>	<b>Family interests</b>	<b>Corporate interests</b>	<b>Other interests</b>	<b>Total number of shares held</b>	<b>% of total issued shares</b>
Winnie NG ( <i>Note 1</i> )	1,000,000	–	–	123,743	1,123,743	0.1%
Anthony NG ( <i>Note 1</i> )	–	–	–	123,743	123,743	0.0%

<b>Transport International Holdings Limited ("TIH") (<i>Note 2</i>): Ordinary shares of HK\$1 each</b>						
<b>Beneficial interests</b>	<b>Personal interests</b>	<b>Family interests</b>	<b>Corporate interests</b>	<b>Other interests</b>	<b>Total number of shares held</b>	<b>% of total issued shares</b>
John CHAN Cho Chak	2,000	–	–	–	2,000	0.0%
Winnie NG ( <i>Note 3</i> )	41,416	–	–	21,000,609	21,042,025	5.2%
Anthony NG ( <i>Note 3</i> )	233,954	–	–	21,000,609	21,234,563	5.3%

Notes:

- Each of Ms Winnie NG and Mr Anthony NG has interest in 123,743 shares in the Company as a beneficiary of certain private trusts which beneficially held the shares.
- TIH is the ultimate holding company of the Company.
- Each of Ms Winnie NG and Mr Anthony NG has interest in 21,000,609 shares in TIH as a beneficiary of certain private trusts which beneficially held the shares.



## DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES (continued)

Apart from the foregoing, none of the Directors of the Company or any of their spouses or children under eighteen years of age has interests or short positions in the shares, underlying shares or debentures of the Company, or any of its holding companies, subsidiaries or other associated corporations, as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company pursuant to the Model Code for Securities Transactions by Directors of Listed Companies ("Model Code").

## DIRECTORS' INTERESTS IN CONTRACTS

No contract of significance to which the Company, or any of its holding companies, subsidiaries or fellow subsidiaries was a party, in which a Director of the Company had a material interest, subsisted at the end of the period or at any time during the period.

## SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

At 30 June 2008, the interests or short positions of the persons (not being Directors and chief executives of the Company) in the shares and underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company and The Stock Exchange of Hong Kong Limited pursuant to Divisions 2 and 3 of Part XV of the SFO and required to be entered in the register maintained by the Company pursuant to Section 336 of the SFO were as follows:

	Ordinary shares of HK\$0.1 each			
	Registered shareholders	Corporate interests	Total number of shares held	% of total issued shares
<b>Substantial shareholders</b>				
Transport International Holdings Limited ( <i>Note</i> )	–	728,127,410	728,127,410	73.01%
KMB Resources Limited	728,127,410	–	728,127,410	73.01%
<b>Other person</b>				
DJE Investment S.A. and others	69,956,000	–	69,956,000	7.01%



## **SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES** (continued)

Note: KMB Resources Limited owns 728,127,410 shares in the Company, KMB Resources Limited is a wholly-owned subsidiary of Transport International Holdings Limited, which is accordingly deemed to be interested in the same number of shares held by KMB Resources Limited in the Company under the SFO.

Apart from the foregoing, no other interests or short positions required to be recorded in the register kept under section 336 of the SFO have been notified to the Company.

### **SHARE OPTION SCHEME**

The Company has a share option scheme (the "Scheme") which was adopted on 7 June 2001 whereby the Directors of the Company are authorised, at their discretion, to invite employees of the Group, including directors of any company in the Group, to take up options to subscribe for shares in the Company. The purpose of the Scheme is to provide an opportunity for employees of the Group to acquire an equity participation in the Company and to encourage them to work towards enhancing the value of the company and its shares for the benefit of the Company and its shareholders as a whole. The Scheme shall be valid and effective for a period of ten years ending on 6 June 2011, after which no further options will be granted.

No option was granted during the period and there were no outstanding options at 30 June 2008.

### **COMPLIANCE WITH THE CODE ON CORPORATE GOVERNANCE PRACTICES OF THE LISTING RULES**

The Company has complied throughout the six months ended 30 June 2008 with the Code Provisions set out in the Code on Corporate Governance Practices as contained in Appendix 14 to the Listing Rules.

### **COMPLIANCE WITH THE MODEL CODE OF THE LISTING RULES**

The Group has adopted stringent procedures to ensure that securities transactions (if any) by its Directors and relevant employees who are likely to be in possession of unpublished price-sensitive information of the Group are in compliance with the Model Code as set out in Appendix 10 of the Listing Rules. Throughout the six months ended 30 June 2008, the Board has adopted the RoadShow Code on Corporate Governance ("RoadShow Code") for securities transactions by Directors and relevant employees which was prepared on terms no less exacting than the Model Code. In addition, specific confirmation has been obtained from all Directors to confirm compliance with the Model Code and RoadShow Code regarding Directors' securities transactions throughout the six months ended 30 June 2008. No incidence of non-compliance was noted by the Company.



## AUDIT COMMITTEE

The Audit Committee of the Company has reviewed with management the accounting principles and policies adopted by the Group and discussed auditing, internal control and financial reporting matters, and also reviewed the unaudited interim financial report for the six months ended 30 June 2008. The review of the unaudited interim financial report was conducted with the Group's external auditors, KPMG. The independent review report of the external auditors is set out on page 24 of this interim report.

## PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

During the six months ended 30 June 2008, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

By Order of the Board  
**John CHAN Cho Chak**  
*Chairman*

Hong Kong, 17 September 2008





# INDEPENDENT REVIEW REPORT TO THE BOARD OF DIRECTORS OF ROADSHOW HOLDINGS LIMITED

## INTRODUCTION

We have reviewed the interim financial report set out on pages 4 to 19 which comprises the consolidated balance sheet of RoadShow Holdings Limited as of 30 June 2008 and the consolidated income statement, consolidated statement of changes in equity and condensed consolidated cashflow statement for the six-month period then ended and explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of an interim financial report to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 "Interim financial reporting" issued by the Hong Kong Institute of Certified Public Accountants. The directors are responsible for the preparation and presentation of the interim financial report in accordance with Hong Kong Accounting Standard 34.

Our responsibility is to form a conclusion, based on our review, on the interim financial report and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

## SCOPE OF REVIEW

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410, "Review of interim financial information performed by the independent auditor of the entity" issued by the Hong Kong Institute of Certified Public Accountants. A review of the interim financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly we do not express an audit opinion.

## CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the interim financial report as at 30 June 2008 is not prepared, in all material respects, in accordance with Hong Kong Accounting Standard 34 "Interim financial reporting".

### **KPMG**

*Certified Public Accountants*

8th Floor, Prince's Building  
10 Chater Road  
Central, Hong Kong

17 September 2008